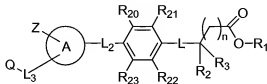


### Listing of Claims:

The following listing of claims will replace all prior versions and listings of claims in the application.

Claim 1. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein,

$n$  is 0, 1, 2, or 3;

each  $R_1$  is independently H,  $C_1$ - $C_6$  alkyl, phenyl( $C_1$ - $C_6$ )alkyl, or  $C_3$ - $C_6$  alkenyl;

$R_2$  is phenyl, phenyl( $C_1$ - $C_4$ ) alkyl,  $C_1$ - $C_6$  alkyl,  $-(C_1-C_4)$  alkyl- $C(O)NH_2$ ,  $-(C_1-C_4)$  alkyl- $C(O)NH(C_1-C_4)alkyl$ ,  $-(C_1-C_4)$  alkyl- $C(O)N(C_1-C_4)alkyl(C_1-C_4)alkyl$ ,  $-(C_1-C_4)$  alkyl- $S(O)_b-(C_1-C_4)$  alkyl,  $(C_1-C_4)$  hydroxyalkyl,  $-(C_1-C_4)$  alkyl-heterocycloalkyl, or  $-(C_1-C_4)$  alkyl-heteroaryl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $-SO_2-(C_1-C_4)$  alkyl,  $C_1$ - $C_4$  haloalkyl, or  $C_1$ - $C_4$  haloalkoxy; wherein  $b$  is 0, 1, or 2;

$R_3$  is H or  $-CO_2R_1$ ,

$R_{20}$ ,  $R_{21}$ ,  $R_{22}$ , and  $R_{23}$  are independently selected from H, arylalkoxy, arylalkyl, halogen, alkyl, OH, alkoxy,  $NO_2$ ,  $NH_2$ ,  $NH(C_1-C_6)alkyl$ ,  $N(C_1-C_6)alkyl(C_1-C_6)alkyl$ ,  $NH$ -aryl,  $-N(C_1-C_4)alkyl)C(O)aryl$ ,  $-NHC(O)aryl$ ,  $NH$ arylalkyl,  $NHC(O)-(C_1-C_4)alkyl$ -aryl,  $N(C_1-C_4)alkyl)C(O)-(C_1-C_4)alkyl$ -aryl,  $N(C_1-C_4)alkyl$ -aryl,  $-NHSO_2$ -aryl,  $-N(C_1-C_4)alkyl)SO_2aryl$ , or  $-N(C_1-C_4)alkyl)arylalkyl$ , wherein the aryl group is optionally

substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy;

L<sub>2</sub> is a bond or ~~C(O)NR<sub>9</sub>-, N(R<sub>9</sub>)C(O)-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, N(R<sub>9</sub>)SO<sub>2</sub>-, SO<sub>2</sub>N(R<sub>9</sub>)-, N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-~~

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H, ~~SO<sub>2</sub>aryl, arylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;~~

L<sub>3</sub> is a bond, ~~(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>) alkyl-, alkenyl-, C(O)-;~~

the A ring is ~~phenyl, naphthyl, thiazolyl, pyrazolyl, furanyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, pyridyl, quinolinyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl,~~ each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl,

haloalkyl, haloalkoxy, NO<sub>2</sub>, CN, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, aryl, -aryl-carbonyl-aryl, -aryl-alkyl-aryl, -aryl-heteroaryl, -aryl-heterocycloalkyl, -heteroaryl, -heteroaryl-alkyl-aryl, or -heterocycloalkyl, ~~C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen, haloalkoxy, haloalkyl, or alkoxy-carbonyl~~, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy-carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, alkanoyl, arylalkanoyl, alkoxy-carbonyl, arylalkoxy-carbonyl, heteroaryl-carbonyl, heteroaryl, heterocycloalkyl-carbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-aryl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl or haloalkoxy, and

Z is -NHC(O)aryl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)aryl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, ~~+~~

~~provided that when L2 is a bond, the A ring is not phenyl.~~

Claim 2. (currently amended) A compound according to claim 1, wherein R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, benzofuranyl, benzothienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, dibenzofuranyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic

groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy, carbonyl, pyridyl, pyrimidyl, piperidinyl, pyrrolidinyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 3. (Currently amended) A compound according to claim 2, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NH-SO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)-, -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

~~L<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>3</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>)C(O), C(O)N(R<sub>3</sub>), (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)N(R<sub>3</sub>), (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>), N(R<sub>3</sub>), N(R<sub>3</sub>), (C<sub>1</sub>-C<sub>4</sub>)alkyl, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>),~~

~~R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, naphthyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, anthracenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub>haloalkyl, or C<sub>1</sub>-C<sub>2</sub>haloalkoxy,~~

~~L<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>6</sub>)alkyl O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, C(O), and~~

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl and naphthyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub>haloalkyl, or C<sub>1</sub>-C<sub>2</sub>haloalkoxy.

Claim 4. (currently amended) A compound according to claim 3, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are

independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

~~L<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>3</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>)C(O), C(O)N(R<sub>3</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)C(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>), N(R<sub>3</sub>), N(R<sub>3</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>),~~

~~R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> haloalkoxy.~~

~~L<sub>2</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>) alkyl, C(O),~~

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H;

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally

substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

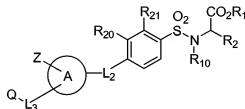
the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, imidazolidinyl, dibenzofuranyl, tetrahydrofuranlyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, ~~or piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy carbonyl, pyridyl carbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and



Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or  
 Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 5. (original) A compound according to claim 4 of the formula



wherein,

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, benzyloxy, benzyl, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>,

NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 6. (currently amended) A compound according to claim 5, wherein

~~E<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>3</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>)C(O), N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>), N(R<sub>3</sub>), N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>).~~

~~R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, benzyl, phenethyl, naphthyl-CH<sub>2</sub>, anthracenyl-CH<sub>2</sub>, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.~~

~~E<sub>2</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, C(O).~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-pyridyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, dibenzofuranyl, pyrrolidinyl, or piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy-carbonyl, wherein the aforementioned cyclic groups

are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, carbonyl, pyridyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or  
Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 7. (currently amended) A compound according to claim 6, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl,

~~L<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, N(R<sub>9</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>9</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>9</sub>)C(O), N(R<sub>9</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>9</sub>), N(R<sub>9</sub>), N(R<sub>9</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>9</sub>),~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, benzyl, phenethyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>,~~

~~L<sub>2</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>) alkyl, or C(O),~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl (C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl (C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>

alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 8. (currently amended) A compound according to claim 7, wherein

R<sub>1</sub> is H, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, CF<sub>3</sub>, or OCF<sub>3</sub>; and

At least one of R<sub>20</sub> and R<sub>21</sub>, is H, while the other is H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

~~E<sub>2</sub> is a bond or C(O)NR<sub>4</sub>, N(R<sub>4</sub>)C(O), N(R<sub>4</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>4</sub>), N(R<sub>4</sub>), N(R<sub>4</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>4</sub>),~~

~~R<sub>4</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, benzyl, phenethyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>.~~

~~L<sub>2</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, (C<sub>1</sub>-C<sub>4</sub>) alkyl-  
or C(O)-~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 9. (currently amended) A compound according to claim 8, wherein

~~L<sub>2</sub> is a bond,~~

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion is optionally substituted with a total of 1,

2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

Q is phenyl[[,]] or pyridyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is phenyl, which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 10. (original) A compound according to claim 1, wherein

n is 0, 1, 2, or 3;

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuran-2-yl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, phenylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenylalkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy; and

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy.

Claim 11. (currently amended) A compound according to claim 10, wherein

~~L<sub>2</sub> is a bond or -C(O)NR<sub>3</sub>-, -N(R<sub>3</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>3</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>)C(O)-, -C(O)N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>3</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>3</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>3</sub>)-, -N(R<sub>3</sub>)-, -N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>)-,~~

~~R<sub>4</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H-, -SO<sub>2</sub>phenyl, phenylalkyl, naphthylalkyl, or anthracenylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH,~~



~~NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;~~  
~~L<sub>2</sub> is absent, a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, -alkenyl, C(O),~~  
the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, quinoliny, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, furanyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidiny, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidiny, pyrrolidinyl, or piperazinyl, C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen, ~~haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub>-alkoxycarbonyl,~~ wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl,

pyridylcarbonyl, furanylcabonyl, pyridyl, pyrimidyl, piperidinylcabonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 12. (currently amended) A compound according to claim 11, wherein

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, benzyl, phenethyl, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy; or

~~L<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>3</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>)C(O), C(O)N(R<sub>3</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)C(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>), N(R<sub>3</sub>), N(R<sub>3</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>3</sub>).~~

~~R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenylalkyl, naphthylalkyl, or anthracenylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy.~~

~~L<sub>2</sub> is absent, a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl O, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, alkenyl, C(O).~~

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl (C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl (C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl ring is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, or pyrrolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl (C<sub>1</sub>-C<sub>6</sub>)alkyl;

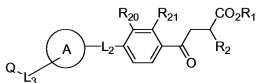
Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl,

imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen, haloalkoxy, haloalkyl, ~~or C<sub>1</sub>-C<sub>6</sub>-alkoxycarbonyl~~, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcabonyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is phenyl, wherein the phenyl group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 13. (original) A compound according to claim 12, of the formula



wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -CH<sub>2</sub>-pyridyl, or (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; and

R<sub>20</sub> and R<sub>21</sub>, are independently selected from H, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy.

Claim 14. (currently amended) A compound according to claim 13, wherein

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dibenzofuranyl, dihydropyrazolyl, benzofuranyl, pyrimidyl, quinazolinyl, or benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy-carbonyl,~~ wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy-carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 15. (currently amended) A compound according to claim 14, wherein

~~L<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>), N(R<sub>3</sub>), N(R<sub>3</sub>)(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>),~~  
~~R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-CH<sub>2</sub>, or anthracenyl-CH<sub>2</sub>, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy,~~  
~~L<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or C(O),~~

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -CH<sub>2</sub>-pyridyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted

with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 16. (currently amended) A compound according to claim 15, wherein

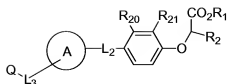
~~L<sub>5</sub> is a bond;~~

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H[[,]] or phenyl[[,]] optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; and

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dihydropyrazolyl, quinazolinyl, and benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl.

Claim 17. (original) A compound according to claim 11, of the formula



wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy.

Claim 18. (currently amended) A compound according to claim 17, wherein

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, quinolinyl, dihydropyrazolyl, benzofuranyl, pyrimidyl, quinazolinyl, furanyl, or benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, CF<sub>3</sub>, OCF<sub>3</sub>, CN, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl; and

R<sub>20</sub> and R<sub>21</sub>, are independently selected from H, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy.

Claim 19. (currently amended) A compound according to claim 18, wherein



~~E<sub>1</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>),  
 N(R<sub>3</sub>), N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>),  
 R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-CH<sub>2</sub>,  
 or anthracenyl-CH<sub>2</sub>, wherein the aryl group is  
 optionally substituted with 1, 2, 3, or 4 groups that  
 are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen,  
 OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
 haloalkyl, or haloalkoxy;~~  
~~E<sub>2</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>) alkyl,  
 C(O);~~

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the  
 phenyl portion is optionally substituted with a total of 1,  
 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>  
 alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl,  
 piperidinyl, pyrrolidinyl, or piperazinyl, wherein the  
 aforementioned cyclic groups are optionally substituted  
 with 1, 2, 3, 4, or 5 groups that are independently  
 alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>,  
 OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -  
 SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally  
 substituted with 1, 2, 3, or 4 groups that are  
 independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>,  
 OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub>  
 haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 20. (original) A pharmaceutical composition  
 comprising a compound according to claim 1 and at least one  
 pharmaceutically acceptable carrier, solvent, adjuvant or  
 excipient.

Claim 21. (original) A method of treating diabetes, comprising administering to a patient in need of such treatment a pharmaceutically acceptable amount of a compound of claim 1.

Claim 22. (currently amended) A compound according to claim 1 which is

~~N-({[4-({[4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino}carbonyl)phenyl]sulfonyl}phenylalanine,~~

N-({[4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-4,5-dihydro-1H-pyrazol-1-yl]phenyl]sulfonyl}-N-methylphenylalanine;

~~N-({[4-({[4-(4-chlorophenyl)-5-(4-methoxyphenyl)-1,3-thiazol-2-yl]amino}carbonyl)phenyl]sulfonyl}phenylalanine,~~

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-4,5-dihydro-1H-pyrazol-1-yl]phenyl]sulfonyl]phenylalanine;

N-({[4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl]sulfonyl}-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-1H-pyrazol-1-yl]phenyl]sulfonyl]phenylalanine;

N-({[4-[5-(4-butoxyphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl]sulfonyl}-N-methylphenylalanine;

~~2-benzyl-4-oxo-4-{3-({[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenyl}butanoic acid,~~

~~N-({[4-({[4-(3-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino}carbonyl)phenyl]sulfonyl}phenylalanine,~~

N-({[4-[5-(4-isopropylphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl]sulfonyl}-N-methylphenylalanine;

~~N-({[4-({[4-(3-chloro-4-methylphenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino}carbonyl)phenyl]sulfonyl}phenylalanine,~~

~~N-({[4-({[4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino}carbonyl)phenyl]sulfonyl}-N-methylphenylalanine,~~

~~methyl (2S)-2-[4-((biphenyl-4-ylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoate;~~  
~~N-([4-([4-(4-bromophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~  
~~N-([4-([4-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~  
~~(2S)-2-[4-((biphenyl-4-ylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~N-([4-([4,6-bis(4-methoxyphenyl)pyrimidin-2-yl]amino)phenyl)sulfonyl]-N-methyl-L-phenylalanine;~~

~~N-methyl-N-([4-[5-(4-pentylphenyl)-3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]phenylalanine;~~

~~2-benzyl-4-[4-([2-nitro-4-(trifluoromethyl)phenyl]sulfonyl)amino]phenyl]-4-oxobutanoic acid;~~  
~~2-[3-[(4-butylphenyl)amino]-4-([4-(trifluoromethoxy)phenyl]sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~2-[3-[(4-butylphenyl)amino]-4-([3-(trifluoromethyl)phenyl]sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~(2S)-2-[3-((biphenyl-4-ylmethyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~2-[4-([4-bromophenyl]sulfonyl)amino]-3-[(4-butylphenyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~N-([4-[2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl]-N-methylphenylalanine~~

~~(2S)-2-[4-((2-naphthylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~N-[4-(4-bromo-3-(4-methoxyphenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;~~

~~N-((4-[5-(4-bromophenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;~~  
~~2-(4-[(4-bromobenzoyl)amino]-3-[(4-butylphenyl)amino]phenoxy)-3-phenylpropanoic acid;~~  
~~N-((4-[(6-bromo-4-phenylquinazolin-2-yl)amino]phenyl)sulfonyl)-N-methylphenylalanine;~~  
~~N-((4-[2-[(cyclopentylacetyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-methyl-L-phenylalanine;~~  
~~N-((4-[2-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-methyl-L-phenylalanine;~~  
~~N-((4-[5-(4-ethylphenyl)-2-(6-methoxypyridin-3-yl)-1,3-thiazol-4-yl]phenyl)sulfonyl)-N-methyl-L-phenylalanine;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(4-chloro-3-nitrophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~N-((4-[(4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl)amino]phenyl)sulfonyl)-N-methyl-L-phenylalanine;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(5-(dimethylamino)-1-naphthyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(5-chloro-3-methyl-1-benzothien-2-yl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~2-benzyl-4-[3-((2-naphthylmethyl)[(4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]-4-oxobutanoic acid;~~  
~~N-[(4-[3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;~~  
~~N-((4-[3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;~~  
~~N-[(4-(4-bromo-3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;~~  
~~N-((4-[4-bromo-3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;~~  
~~N-((4-[5-(4-bromophenyl)-3-(4-chlorophenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;~~  
~~N-((4-[3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)-N-methylphenylalanine;~~

~~N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl}-N-methylphenylalanine;~~  
~~2-({4-({(4-bromo-3-fluorophenyl)sulfonyl}amino)-3-((4-butylphenyl)amino)phenoxy)-3-phenylpropanoic acid};~~  
~~2-({4-({(4-bromo-3-(trifluoromethyl)phenyl)sulfonyl}amino)-3-((4-butylphenyl)amino)phenoxy)-3-phenylpropanoic acid};~~  
~~2-benzyl-4-{3-((biphenyl-4-ylmethyl){(4-(trifluoromethoxy)phenyl)sulfonyl}amino)phenyl}-4-oxobutanoic acid};~~  
~~2-({4-({(4-bromo-2-(trifluoromethoxy)phenyl)sulfonyl}amino)-3-((4-butylphenyl)amino)phenoxy)-3-phenylpropanoic acid};~~  
~~2-(3-((4-butylphenyl)amino)-4-((3,4-dichlorophenyl)sulfonyl)amino)phenoxy)-3-phenylpropanoic acid};~~  
~~diallyl (2-oxo-2-{4-({(4-(trifluoromethoxy)phenyl)sulfonyl}amino)phenyl}ethyl){(4-(trifluoromethyl)benzyl)maionate};~~  
~~N-({4-({(6-isopropyl-4-phenylquinazolin-2-yl)amino}phenyl)sulfonyl}-N-methylphenylalanine};~~  
~~N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl}-N-ethyl-L-phenylalanine;~~  
~~N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl}phenylalanine;~~  
~~N-({4-[2,5-bis(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl}phenylalanine;~~  
~~2-(3-((4-butylphenyl)amino)-4-((3,4-dibromophenyl)sulfonyl)amino)phenoxy)-3-phenylpropanoic acid};~~  
~~2-benzyl-4-(4-({(4-chloro-3-(trifluoromethyl)benzyl){(3,4-dichlorophenyl)sulfonyl}amino)phenyl}-4-oxobutanoic acid};~~  
~~methyl 2-benzyl-4-(3-((biphenyl-4-ylmethyl){(3,4-dichlorophenyl)sulfonyl}amino)phenyl)-4-oxobutanoate};~~  
~~methyl 2-benzyl-4-(3-((3,4-dichlorobenzyl){(3,4-dichlorophenyl)sulfonyl}amino)phenyl)-4-oxobutanoate};~~  
~~methyl 2-benzyl-4-(3-({(4-chloro-3-(trifluoromethyl)benzyl)}(2-naphthyl)sulfonyl)amino)phenyl)-4-oxobutanoate};~~

~~methyl 2-benzyl-4-(3-((biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino)phenyl)-4-oxobutanoate,~~  
~~2-benzyl-4-(3-((biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino)phenyl)-4-oxobutanoic acid,~~  
~~2-(3-((4-bromophenyl)amino)-4-(((4-butylphenyl)sulfonyl)amino)phenoxy)-3-phenylpropanoic acid,~~  
~~methyl 2-benzyl-4-(3-((2-naphthylmethyl)(2-naphthylsulfonyl)amino)phenyl)-4-oxobutanoate,~~  
~~2-benzyl-4-(3-((2-naphthylmethyl)(2-naphthylsulfonyl)amino)phenyl)-4-oxobutanoic acid,~~  
~~4-(3-((2-anthrylsulfonyl)(2-naphthylmethyl)amino)phenyl)-2-benzyl-4-oxobutanoic acid,~~  
~~methyl 2-benzyl-4-(3-(((4-(dimethylamino)-3-fluorophenyl)sulfonyl)(2-naphthylmethyl)amino)phenyl)-4-oxobutanoate,~~  
~~methyl 2-benzyl-4-(3-((4-chloro-3-(trifluoromethyl)benzyl)((4-(dimethylamino)-3-(trifluoromethyl)phenyl)sulfonyl)amino)phenyl)-4-oxobutanoate,~~  
~~methyl 2-benzyl-4-(3-(((4-(dimethylamino)-3-(trifluoromethyl)phenyl)sulfonyl)(2-naphthylmethyl)amino)phenyl)-4-oxobutanoate,~~  
~~2-benzyl-4-(3-((4-chloro-3-(trifluoromethyl)benzyl)((4-(dimethylamino)-3-(trifluoromethyl)phenyl)sulfonyl)amino)phenyl)-4-oxobutanoic acid,~~  
~~methyl 2-benzyl-4-(3-((4-chloro-3-(trifluoromethyl)benzyl)((3,4-difluorophenyl)sulfonyl)amino)phenyl)-4-oxobutanoate; compound 70 from above~~  
~~methyl 2-benzyl-4-(3-((4-chloro-3-(trifluoromethyl)benzyl)((4-(dimethylamino)-3-fluorophenyl)sulfonyl)amino)phenyl)-4-oxobutanoate,~~  
~~(2S)-2-(4-((4-(methoxycarbonyl)benzyl)((4-(trifluoromethoxy)phenyl)sulfonyl)amino)phenoxy)-3-phenylpropanoic acid,~~  
~~2-benzyl-4-oxo-4-(4-(((4-(trifluoromethoxy)phenyl)sulfonyl)amino)phenyl)-butanoic acid,~~

~~2-[(4-butylphenyl)amino]-4-[(2-nitro-4-(trifluoromethyl)phenyl)sulfonyl]amino)phenoxy]-3-phenylpropanoic acid;~~  
~~N-[(4-[(4-butylphenyl)amino]-3-[(3-(trifluoromethyl)phenyl)sulfonyl]amino)phenyl)sulfonyl]-N-methyl-L-phenylalanine;~~  
~~benzyl 2S)-2-[4-[(5-nitro-2-furyl)methyl][(3-(trifluoromethyl)phenyl)sulfonyl]amino)phenoxy]-3-phenylpropanoate;~~  
~~(2R)-2-[4-[(4-chloro-2-(trifluoromethyl)quinolin-5-yl)methyl][(3-(trifluoromethyl)phenyl)sulfonyl]amino)phenoxy]-3-phenylpropanoic acid;~~  
~~2-(4-[(4-butylphenyl)amino]-3-[(4-(trifluoromethoxy)benzoyl)amino]phenoxy)-3-phenylpropanoic acid;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(4-chlorophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~N-[(4-[(6-bromo-4-phenylquinazolin-2-yl)(carboxymethyl)amino]phenyl)sulfonyl]-N-methylphenylalanine;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(3-cyano-4-fluorophenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~4-[4-[(4-chlorobenzyl)][4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]-4-oxo-2-(pyridin-3-ylmethyl)butanoic acid;~~  
~~2-benzyl-4-[4-[(biphenyl-4-ylmethyl)][4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]-4-oxobutanoic acid;~~  
~~2-benzyl-4-[4-[(4-methoxy-3-(trifluoromethyl)phenyl)sulfonyl](1-naphthylmethyl)amino]phenyl]-4-oxobutanoic acid;~~  
~~2-benzyl-4-[4-[(3,4-dichlorophenyl)sulfonyl][4-(trifluoromethoxy)benzyl]amino)phenyl]-4-oxobutanoic acid;~~  
~~2-benzyl-4-[4-[(4-chloro-3-(trifluoromethyl)benzyl][(3-fluoro-4-methoxyphenyl)sulfonyl]amino)phenyl]-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-[3-[(3,4-dichlorophenyl)sulfonyl](2-naphthylmethyl)amino]phenyl]-4-oxobutanoate;~~  
~~methyl 2-benzyl-4-[3-[(4-chloro-3-(trifluoromethyl)benzyl][(3,4-dichlorophenyl)sulfonyl]amino)phenyl]-4-oxobutanoate;~~

~~2-benzyl-4-(3-((4-chloro-3-(trifluoromethyl)benzyl)((3,4-dichlorophenyl)sulfonyl)amino)phenyl)-4-oxobutanoic acid;~~  
~~2-benzyl-4-(3-((biphenyl-4-ylmethyl)((3,4-dichlorophenyl)sulfonyl)amino)phenyl)-4-oxobutanoic acid;~~  
~~methyl 4-(3-((4-benzoylbenzyl)((3,4-dichlorophenyl)sulfonyl)amino)phenyl)-2-benzyl-4-oxobutanoate;~~  
~~2-benzyl-4-(3-(((3,4-dichlorophenyl)sulfonyl)(4-isopropylbenzyl)amino)phenyl)-4-oxobutanoic acid;~~  
~~4-(4-dibenzo[b,d]furan-4-ylphenyl)-4-oxo-2-(3-(trifluoromethyl)benzyl)butanoic acid;~~  
~~2-benzyl-4-(3-(((4-methoxy-3-(trifluoromethyl)phenyl)sulfonyl)(2-naphthylmethyl)amino)phenyl)-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-(3-(((3,4-difluorophenyl)sulfonyl)(2-naphthylmethyl)amino)phenyl)-4-oxobutanoate;~~  
~~N-((4-(2-bromo-5-dibenzo[b,d]furan-4-yl)-1,3-thiazol-4-yl)phenyl)sulfonyl)phenylalanine;~~  
~~N-((4-(5-bromo-2-dibenzo[b,d]furan-4-yl)-1,3-thiazol-4-yl)phenyl)sulfonyl)phenylalanine; compound 97~~  
~~2-(4-(4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbameoyl)-benzenesulfonylamino)-3-phenyl-propionic acid;~~  
~~2-(4-(4-(3-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbameoyl)-benzenesulfonylamino)-3-phenyl-propionic acid;~~  
~~2-(4-(4-(2-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbameoyl)-benzenesulfonylamino)-3-phenyl-propionic acid;~~  
~~2-((4-(4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbameoyl)-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-(2-(2-Cyclopentyl-acetylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl)-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-(2-(4-Chloro-benzoylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl)-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-(4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylamino)-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-(5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl)-benzenesulfonyl)-ethyl-amino)-3-phenyl-propionic acid;~~



2-{4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-phenyl)-5-(6-methoxy-pyridin-3-yl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

~~2-{4-(5-Bromo-2-dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino}-3-phenyl-propionic acid~~

~~2-{4-(2-Dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino}-3-phenyl-propionic acid~~

~~{4-[2-[(8-Chloro-dibenzofuran-4-carbonyl)-amino]-5-ethyl-thiazol-4-yl]-phenoxy}-phenyl-acetic acid~~

~~{4-[2-Benzo[b]thiophen-3-yl-5-ethyl-thiazol-4-yl]-phenoxy}-phenyl-acetic acid~~

~~{4-[2-Dibenzofuran-4-yl-5-ethyl-thiazol-4-yl]-phenoxy}-phenyl-acetic acid,~~ or pharmaceutically acceptable salts thereof.